FORM D

## UNITED STATES ORIGINAL

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6) AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB.	APPROVAL
OMB NUMBE Expires: Estimated aver hours per response	April 30, 2008
SEC U	SE ONLY Serial
Prenx	Senai
Date R	eceived

Sale of Sches A Prefered Stock  Type of Filing Under (Check box(es) that apply):	• (-	in amendment and name has changed, and indicate cha	inge.) 1221290
A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the issuer  Name of Issuer ( Check if this is an amendment and name has changed, and indicate change.)  Total Sleep Holdings, Inc.  Address of Executive Offices (Number and Street, City, State, Zip Code)  C/o Medequity Capital, LLC, 16 Laurel Avenue, Suite 150, Wellesley Hills, MA 02481  Address of Principal Business Operations (Number and Street, City, State, Zip Code)  (if different from Executive Offices)  Brief Description of Business  Operation of sleep diagnostic centers and sale of durable medical equipment.  Type of Business Organization  Corporation  Imited partnership, already formed  Imited partnership, to be formed  Month  O 7  O 5  Actual Cestimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	Sale of Series A Preferred Stock  Filing Under (Check boy(es) that apply):	□ Pule 504 □ Pule 505 ► Pule 506	C Section 4(6) DUI OF
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Name of Issuer ( Check if this is an amendment and name has changed, and indicate change.)  Total Sleep Holdings, Inc.  Address of Executive Offices (Number and Street, City, State, Zip Code)  c/o Medequity Capital, LLC, 16 Laurel Avenue, Suite 150, Wellesley Hills, MA 02481  Address of Principal Business Operations (Number and Street, City, State, Zip Code)  (if different from Executive Offices)  Brief Description of Business  Operation of sleep diagnostic centers and sale of durable medical equipment.  Type of Business Organization  © corporation   limited partnership, already formed   other (please specify)   183  Actual or Estimated Date of Incorporation or Organization:  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:		A. BASIC IDENTIFICATION DATA	
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C/o Medequity Capital, LLC, 16 Laurel Avenue, Suite 150, Wellesley Hills, MA 02481  Address of Principal Business Operations (Number and Street, City, State, Zip Code)  (if different from Executive Offices)  Brief Description of Business  Operation of sleep diagnostic centers and sale of durable medical equipment.  Type of Business Organization  © corporation  I limited partnership, already formed    business trust    Month   Year     0   7   0   5     Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:		mendment and name has changed, and indicate change	2.)
Address of Principal Business Operations (if different from Executive Offices)  Brief Description of Business  Operation of sleep diagnostic centers and sale of durable medical equipment.  Type of Business Organization  © corporation    limited partnership, already formed   business trust   limited partnership, to be formed    Month   Year     Month   Year     O   7   O   5     Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	Address of Executive Offices	(Number and Street, City, State, Zip Code	, l ,
Brief Description of Business  Operation of sleep diagnostic centers and sale of durable medical equipment.  Type of Business Organization  © corporation  I limited partnership, already formed  business trust  I limited partnership, to be formed  Actual or Estimated Date of Incorporation or Organization:  Month  Year  Actual or Estimated Date of Incorporation or Organization:  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:		<del></del>	
Brief Description of Business  Operation of sleep diagnostic centers and sale of durable medical equipment.  Type of Business Organization  © corporation    limited partnership, already formed   business trust   limited partnership, to be formed    Month   Year     O   7   O   5     Actual or Estimated Date of Incorporation or Organization:   Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:		(Number and Street, City, State, Zip Code	Telephone Number (Including Area Code)
Operation of sleep diagnostic centers and sale of durable medical equipment.  Type of Business Organization  Corporation  Dusiness trust  Imited partnership, already formed  Dusiness trust  Month  Vear  Type of Business Organization  Imited partnership, already formed  Dusiness trust  Actual or Estimated Date of Incorporation or Organization:  Actual or Incorporation or Organization:  Imited partnership, to be formed  Actual or Estimated Date of Incorporation or Organization:  Imited partnership, to be formed  Actual or Incorporation or Organization:  Imited partnership, already formed  Imited partnership, to be formed	(if different from Executive Offices)		
Type of Business Organization  Corporation  Dusiness trust  Du	Brief Description of Business	$\mathcal{N}_{\mathcal{S}_{2}}$	PECEWED PROCEIVED
Corporation   Imited partnership, already formed   Other (please specify   183   1	Operation of sleep diagnostic centers and	sale of durable medical equipment.	SEP 2 0 2005
Actual or Estimated Date of Incorporation or Organization:    Stimated Date of Incorporation or Organization:   Description:	Type of Business Organization	Si da la	
Actual or Estimated Date of Incorporation or Organization:    Month   Year     0   5	•		other (please specify) 183
Actual or Estimated Date of Incorporation or Organization:  O 7  O 5  Actual  D S  Actual  D Estimated  Durisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	☐ business trust	☐ limited partnership, to be formed	
		or Organization:  ion: (Enter two-letter U.S. Postal Service abbreviation	for State:

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those state that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless

#### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:

  - Each promoter of the issuer, if the issuer has been organized within the past five years;
     Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
     Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Check Box(es) that Apply:	☑ Promoter	☐ Beneficial Owner		□ Director	☐ General and/or
Full Name (Last name first, if inc	dividual)			<del> </del>	Managing Partner
,	277144437				
Daly, Robert W.  Business or Residence Address	Numb	er and Street, City, State, 2	in Code)		
	·	•			
c/o Medequity Capital, LLC, 16					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	dividual)	<del></del>			<del></del>
Schundler, Michael					
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
c/o Medequity Capital, LLC, 16	Laural Avanua Sui	ita 150 Wallaclau Hille M	A 07/181		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if inc	dividual)				
Malm, David P.					
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
c/o Medequity Capital, LLC, 16	Laurel Avenue, Sui	ite 150, Wellesley Hills, M.	A 02481		
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if inc	dividual)				Managing Partner
•					
TSH Investors, L.L.C.	Q1,)		2. 0.3.)		
Business or Residence Address	•	er and Street, City, State, Z	•		
c/o Halpern, Denny & Co., 500 E					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	dividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	(ip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if inc	dividual)				
Business or Residence Address	(Numb	er and Street, City, State, Z	(ip Code)		
Business of Residence Address					
Business of Residence Address					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
		☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner

		<del></del>		B. INF	ORMATIC	ON ABOU	r offeri	NG		<del></del>	<del></del>	
1. Has the is	cuer cold c	r does the i	cover inten	to poll to	non noorodi	tad invests	ea in this of	Foring?			Yes	No
i. Has the is	suer solu, c	n does the i		•				·		*********		⊠
			Ans	wer also in	Appendix,	Column 2,	if filing un	der ULOE.				
2. What is th				e accepted	from any it	ndividual?.			• • • • • • • • • • • • • • • • • • • •		\$*	
* Subject to t											Yes	No
3. Does the	offering per	mit joint ov	vnership of	a single un	it?		•••••••	*************		••••••	Ø	
4. Enter the remuneration agent of a bropersons to be Full Name (L	for solicita ker or deal listed are a	ition of pure ler registere issociated p	chasers in c d with the S ersons of si	onnection SEC and/or	with sales o with a state	f securities or states, l	in the offer	ing. If a pe e of the bro	rson to be l ker or deal	isted is ar er. If mor	associate than fiv	ed person or
Not applicable	le											
Business or F		Address (Nu	mber and S	treet, City,	State, Zip (	Code)					• • • • • • • • • • • • • • • • • • • •	
Name of Ass	ociated Bro	ker or Deal	er									
States in Whi	ich Person	Listed Has S	Solicited or	Intends to	Solicit Purc	hasers		<del></del>				All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	All States [ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (L	ast name fi	rst, if indiv	idual)									
Not applicable	le											
Business or F		ddress (Nu	mber and S	treet, City,	State, Zip (	Code)				• • • • •		
Name of Asso	ociated Bro	ker or Deal	er			<del></del>	<del></del>	<del></del>				<del></del>
States in Whi	ch Person I	isted Has	Solicited or	Intends to	Solicit Purc	hasers				<del></del>		
		or check ind										All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (L	ast name fi	rst, il indivi	dual)									
Not applicabl								<del></del>				
Business or R	lesidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)						
	<del> </del>											
Name of Asso	ociated Bro	ker or Deal	er									
States in Whi		isted Has S					<del></del>					All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[1/1]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ai	nd already exchanged.	Aggregate	
	Type of Security	Offering Price	
	Debt		
	Equity	\$	\$
	☐ Common 🖾 Preferred		
	Convertible Securities (including warrants)	\$33,000,000	\$33,000,000
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$33,000,000	\$33,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
o: th	nter the number of accredited and non-accredited investors who have purchased securities in this ffering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	1	\$33,000,000
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)	N/A	\$ <u>N/A</u>
	Answer also in Appendix, Column 4, if filing under ULOE.		
SC	Sthis filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities old by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of	Dollar Amount
	Rule 505	Security N/A	Sold \$ <u>N/A</u>
	Regulation A		
	Rule 504		
	Total	N/A N/A	\$ <u>N/A</u> \$_N/A
4. a.	Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	IVA	5 <u>1V/A</u>
	Transfer Agent's Fees		□ \$ <u>0</u>
	Printing and Engraving Costs		□ \$ <u>0</u>
	Legal Fees		<b>№</b> \$25,000
	-		
	Accounting Fees		J \$0
	Accounting Fees  Engineering Fees		
			3 \$ 0

C. OFFERING PR	ICE, NUMBER OF INVESTORS, EXPENSES AND US	OFI	ROCEEDS		······································
b Enter the difference between the agg I and total expenses furnished in resp "adjusted gross proceeds to the issue	regate offering price given in response to Part C - Question conse to Part C - Question 4 a This difference is the				\$32,975,000
used for each of the purposes shown. If estimate and check the box to the left of	ed gross proceeds to the issuer used or proposed to be the amount for any purpose is not known, furnish an the estimate. The total of the payments listed must equal set forth in response to Part C - Question 4 b above				
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees			\$		S
Purchase of real estate			\$		\$
Purchase, rental or leasing and insta	llation of machinery and equipment		S		\$
Construction or leasing of plant buil	dings and facilities		\$		S
	luding the value of securities involved in this ge for the assets or securities of another	_	\$	æi	\$31,974,800
Repayment of indebtedness			\$		\$
Working Capital			\$		\$
	at to others for software license; \$200 aggregate		\$		\$1,000,200
- ,	vire businesses.	_	T		- 444444444
			\$	П	\$
Column Totals			\$		\$32,975,000
				_	
Total Payments Listed (Column tota	is added)		⊠ \$ <u>3</u> 2	2,97	5,000
	D. FEDERAL SIGNATURE				
following signature constitutes an undert	signed by the undersigned duly authorized person. If this no aking by the issuer to furnish to the U.S. Securities and Exch the issuer to any non-accredited investor pursuant to paragrap	ange C	Commission, up	e 50 on v	5, the vritten request
suer (Print or Type)	Signature	7	Date		
otal Sleep Holdings, Inc.	Macathan		08/1	, S	12005
me of Signer (Print or Type)	Title of Signer (Print or Type)			/	
bert W Daly	President				

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)